

EXHIBIT A

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UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF MISSOURI
WESTERN DIVISION

-----x

AITHENT, INC.,

Plaintiff,

-against-

Case No. 4:11-CV-00173
(GAF)

THE NATIONAL ASSOCIATION
OF INSURANCE COMMISSIONERS,

Defendant.

-----x

CONTINUED

VIDEOTAPED DEPOSITION OF NARAYANASWAMY VENU GOPAL

Thursday, September 13, 2012

New York, New York

REPORTED BY:

Holly Hough

1	273	1	275
2		2	A P P E A R A N C E S (continued)
3		3	
4		4	NATIONAL ASSOCIATION OF INSURANCE COMMISSIONERS
5	September 13, 2012	5	1100 Walnut Street, Suite 1500
6	9:26 a.m.	6	Kansas City, Missouri 64106-2197
7		7	
8		8	BY: BETH HARGARTEN, ESQ., Managing Counsel
9	Continued Videotaped Deposition of	9	
10	NARAYANASWAMY VENU GOPAL, taken by Defendant,	10	PHONE: 816.783.8029
11	pursuant to Adjournment, at the offices of Johnson	11	FAX: 816.460.7459
12	Gallagher Magliery LLC, 99 Wall Street, 15th Floor,	12	EMAIL: bhargarten@naic.org
13	New York, New York 10004, before Holly Hough, a	13	
14	Shorthand Reporter and Notary Public within and for	14	NATIONAL ASSOCIATION OF INSURANCE COMMISSIONERS
15	the State of New York.	15	2301 McGee Street, Suite 800
16		16	Kansas City, Missouri 64108-2662
17		17	BY: JULIENNE L. FRITZ,
18		18	Chief Business Strategy
19		19	and Development Officer
20		20	PHONE: 816.783.8709
21		21	FAX: 816.460.7495
22		22	EMAIL: jfritz@naic.org
23		23	ALSO PRESENT:
24		24	ALEXIS REBOLLEDO, Legal Video Specialist
25		25	
1	274	1	Gopal 276
2	A P P E A R A N C E S	2	THE VIDEOGRAPHER: Good morning. This is
3		3	volume two of the continued examination of Mr.
4	JOHNSON GALLAGHER MAGLIERY LLC	4	Venu Gopal, as a 30(b)(6) witness on behalf of
5	Attorneys for Plaintiff	5	Aithent, Inc., on September 13, 2012. The time
6	99 Wall Street, 15th Floor	6	is 9:26 a.m. My name is Alexis Rebolledo and I
7	New York, New York 10005	7	will be the legal video specialist. All
8		8	parties will be noted record, and the witness
9	BY: STEVEN JOHNSON, ESQ.	9	is still under oath.
10	PHONE: 212.248.2820	10	N A R A Y A N A S W A M Y V E N U G O P A L,
11	FAX: 212.248.0170	11	having been duly sworn previously by a
12	EMAIL: sjohnson@jgmlaw.com	12	notary public, was examined further and
13		13	testified as follows:
14	HUSCH BLACKWELL, LLP	14	FURTHER EXAMINATION BY MR. SIMON:
15	Attorneys for Defendant	15	Q. Good morning, Mr. Gopal.
16	4801 Main Street, Suite 1000	16	A. Good morning.
17	Kansas City, Missouri 64112	17	Q. We're resuming your 30(b)(6) deposition
18		18	and I'll remind you, you're still under oath.
19	BY: JEFFREY J. SIMON, ESQ.	19	A. Yes.
20	PHONE: 816.329.4711	20	Q. Mr. Gopal, under your Aithent License
21	FAX: 816.983.8080	21	Agreement with NAIC, was it your understanding that
22	EMAIL: jeff.simon@huschblackwell.com	22	the SBS system would have two different front ends
23	-and-	23	or one front end?
24	MICHAEL HARGENS, ESQ.	24	A. I didn't have any understanding of how
25		25	many front ends would be there for SBS. I don't

<p>1 Gopal 277</p> <p>2 quite understand that.</p> <p>3 Q. Do you understand what a front end is?</p> <p>4 A. A front end is our interface to the</p> <p>5 system.</p> <p>6 Q. A front end facing toward the producers is</p> <p>7 what I'm talking about, not a front end for the</p> <p>8 user, but the front end for the producers and</p> <p>9 brokers and other industry users who might be</p> <p>10 wanting to enter transactions and information into</p> <p>11 SBS; do you understand that to be a front end?</p> <p>12 A. I mean, I can certainly take that</p> <p>13 definition.</p> <p>14 Q. Here's my question: What was your</p> <p>15 understanding as to what would be the front end of</p> <p>16 the SBS system?</p> <p>17 MR. JOHNSON: Is this at the time he</p> <p>18 entered into the contract?</p> <p>19 MR. SIMON: Yes.</p> <p>20 A. Let me try and see if I can answer the</p> <p>21 question by explaining what I understood at the</p> <p>22 time.</p> <p>23 Q. Okay.</p> <p>24 A. Aithent had developed LEO. And the LEO</p> <p>25 system had the capability to both support the</p>	<p>1 Gopal 279</p> <p>2 your question, would there be multiple interfaces, I</p> <p>3 think the answer is there could have been multiple</p> <p>4 interfaces.</p> <p>5 Q. Did you have an expectation though as to</p> <p>6 whether there would be a separate SBS front end</p> <p>7 different from an NIPR Gateway front end?</p> <p>8 A. I think there was certainly an expectation</p> <p>9 that SBS would have the ability to service</p> <p>10 nonresident licenses, their renewals, resident</p> <p>11 licenses, their renewals. Whether or not those</p> <p>12 interfaces were directly built into SBS or whether</p> <p>13 these interfaces were coming in through a</p> <p>14 third-party system like, for example, something that</p> <p>15 NIPR had, I think was not really something that we</p> <p>16 spent much time on.</p> <p>17 The reason for that is, it was my</p> <p>18 understanding, and I'm pretty sure it was</p> <p>19 Mr. Gummig's understanding as well, that there would</p> <p>20 be a sharing of those revenue streams, regardless of</p> <p>21 how it came in.</p> <p>22 Q. And you understand, sir, or do you</p> <p>23 understand, whether NAIC has paid a royalty to</p> <p>24 Aithent on Exhibit A transactions, which we</p> <p>25 discussed yesterday, on transactions which are</p>
<p>1 Gopal 278</p> <p>2 regulators and their use of the system, as well as</p> <p>3 it was designed to support the fact that producers</p> <p>4 who were not part of the Insurance Regulatory</p> <p>5 Department or individuals who were outside of the</p> <p>6 Regulatory Department would be able to fill out</p> <p>7 forms and submit applications for whatever it is</p> <p>8 that they were seeking to apply for, and would be</p> <p>9 able to submit that seamlessly to state regulators.</p> <p>10 So that was LEO.</p> <p>11 I think that in our discussions that we</p> <p>12 had with Mr. Gummig, right from the outset, it was</p> <p>13 made clear to me that there was an interest on the</p> <p>14 part of the NAIC to be able to look at LEO as the</p> <p>15 basis to build the system.</p> <p>16 And at the same time, they did communicate</p> <p>17 the fact that the NAIC, through its affiliate, NIPR,</p> <p>18 already had certain functions that we already had</p> <p>19 within the LEO but that NIPR was already marketing</p> <p>20 at the time, for example, appointments and</p> <p>21 terminations. And so there was discussion around</p> <p>22 the fact that even though LEO had some functionality</p> <p>23 that the NAIC may choose to use the NIPR</p> <p>24 functionality.</p> <p>25 So in that context, if I were to look at</p>	<p>1 Gopal 280</p> <p>2 processed in states which have licensed SBS?</p> <p>3 A. Yes, we have, in states.</p> <p>4 Q. As I understand it, your claim in this</p> <p>5 lawsuit is not that you have been underpaid on</p> <p>6 royalties for transactions which were processed in a</p> <p>7 state which licensed SBS; is that correct?</p> <p>8 A. I believe so, yes.</p> <p>9 Q. Your claim rather is that you want to be</p> <p>10 paid for transactions processed through the NIPR</p> <p>11 Gateway that did not get processed in a state which</p> <p>12 has licensed SBS?</p> <p>13 MR. JOHNSON: Objection to form.</p> <p>14 A. That is certainly one part of it, yes.</p> <p>15 Q. What are the other parts of it?</p> <p>16 A. I believe, again, that with regard to</p> <p>17 these royalties, that royalties for those</p> <p>18 transactions listed in Exhibit A, including</p> <p>19 appointments and terminations, would be shared with</p> <p>20 us regardless of whether or not SBS is implemented</p> <p>21 in the state.</p> <p>22 Q. And that was your understanding from the</p> <p>23 date the agreement was signed?</p> <p>24 A. That's certainly one part of the</p> <p>25 royalties, yes.</p>

<p>1 Gopal 473</p> <p>2 A. Again, I believe that that was indicated,</p> <p>3 yes. However, I think that, again, when we were</p> <p>4 negotiating the contract, NAIC and NIPR appeared to</p> <p>5 be one.</p> <p>6 MR. SIMON: Let's take a brief break.</p> <p>7 THE VIDEOGRAPHER: This completes tape</p> <p>8 number three. The time is 4:45 p.m. and we are</p> <p>9 now going off the record.</p> <p>10 (Defendant's Exhibits 74 through 102,</p> <p>11 marked for identification, as of this date.)</p> <p>12 THE VIDEOGRAPHER: This begins tape</p> <p>13 number four. The time is 5:07 p.m. and we are</p> <p>14 now back on the record.</p> <p>15 MR. SIMON: We've concluded Mr. Gopal's</p> <p>16 deposition, and Mr. Johnson is with me. We</p> <p>17 have a stack of documents we have marked as</p> <p>18 Defendant's Exhibit 74 through Defendant's</p> <p>19 Exhibit 102, inclusive.</p> <p>20 And Mr. Johnson, can we reach a</p> <p>21 stipulation that these documents are genuine</p> <p>22 and authentic as produced to us?</p> <p>23 MR. JOHNSON: We will stipulate to the</p> <p>24 authenticity of each of these documents, as</p> <p>25 they came out of Aithent's files. We did</p>	<p>1 475</p> <p>2</p> <p>3 ACKNOWLEDGEMENT</p> <p>4</p> <p>5</p> <p>6 STATE OF NEW YORK)</p> <p>7 ss</p> <p>8 COUNTY OF NEW YORK)</p> <p>9</p> <p>10 I, NARAYANASWAMY VENU GOPAL, hereby</p> <p>11 certify, I have read the transcript of my testimony</p> <p>12 taken under oath in my deposition of September 13,</p> <p>13 2012; that the transcript is a true, complete and</p> <p>14 correct record of what was asked, answered and said</p> <p>15 during this deposition, and that the answers on the</p> <p>16 record as given by me are true and correct.</p> <p>17</p> <p>18 <u>NARAYANASWAMY VENU GOPAL</u></p> <p>19</p> <p>20 Sworn and subscribed to before me</p> <p>21 this ____ day of _____ 2012.</p> <p>22</p> <p>23 _____</p> <p>24 Notary Public</p> <p>25</p>
<p>1 Gopal 474</p> <p>2 notice a couple issues with regard to dates and</p> <p>3 perhaps confidentiality designations, but we</p> <p>4 will work with you to clear those up</p> <p>5 subsequently.</p> <p>6 MR. SIMON: And those date issues are the</p> <p>7 Microsoft function of sometimes updating</p> <p>8 documents when they're printed, and therefore</p> <p>9 the date doesn't reflect --</p> <p>10 MR. JOHNSON: That appears to be the</p> <p>11 issue. I think that's it.</p> <p>12 MR. SIMON: And we'll work with you on</p> <p>13 this.</p> <p>14 MR. JOHNSON: Yes.</p> <p>15 THE VIDEOGRAPHER: The time is 5:08 p.m.</p> <p>16 on September 13, 2012, and this completes</p> <p>17 today's deposition of Venu Gopal.</p> <p>18 (Time noted: 5:10 p.m.)</p> <p>19 (Total time on the record: Five hours and</p> <p>20 three minutes.)</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>	<p>1 476</p> <p>2</p> <p>3</p> <p>4 CERTIFICATE</p> <p>5</p> <p>6 STATE OF NEW YORK)</p> <p>7 ss</p> <p>8 COUNTY OF NEW YORK)</p> <p>9</p> <p>10 I, HOLLY L. HOUGH, a Shorthand Reporter</p> <p>11 and Notary Public within and for the State of New</p> <p>12 York, do hereby certify:</p> <p>13 That NARAYANASWAMY VENU GOPAL, the witness</p> <p>14 whose deposition is hereinbefore set forth, was duly</p> <p>15 sworn by me and that such deposition is a true</p> <p>16 record of the testimony given in such proceeding.</p> <p>17 I further certify that I am not related to</p> <p>18 any of the parties to this action by blood or</p> <p>19 marriage and that I am in no way interested in the</p> <p>20 outcome of this matter.</p> <p>21 In witness, whereof, I have hereunto set</p> <p>22 my hand this ____ day of _____, 2012.</p> <p>23</p> <p>24 <u>HOLLY L. HOUGH</u></p> <p>25</p>